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**FCC 602
Main Form**

**FCC Ownership Disclosure Information for the
Wireless Telecommunications Services**

Approved by OMB
3060 - 0799
See instructions for
Public burden estimate
Submitted
03/07/2005 at 1:39 PM
File Number:
0002082139

Filing Type

1a) <input checked="" type="checkbox"/> Current Filing	<input type="checkbox"/> Proposed Filing
1b) Is the purpose of this filing to report cellular cross-ownership holdings required pursuant to section 1.919 of the Commission's Rules? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
If 'Yes', provide an exhibit with this filing that identifies the Rural Service Area market(s) involved, as well as the cellular licensee of which the filer has acquired direct or indirect ownership interest of 10% or greater.	

Filer Information

2) First Name (if individual):	MI:	Last Name:	Suffix:
3) Filer Name (if entity): Carroll Wireless, LP		4) FCC Registration Number (FRN): 12184834	

5) Contact Information

Name and Address: Thomas Gutierrez PO BOX 1650 Tysons Boulevard, Suite 1500 McLean VA 22102	Telephone Number: 703-584-8678 Fax Number: 703-584-8696 E-mail Address: tgutierrez@fcclaw.com
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Related FCC Regulated Businesses of Filer

6a) Name of all FCC-Regulated Businesses owned by Filer (use additional sheets, if necessary):	6b) Principal Business:	6c) FCC Registration Number (FRN):	6d) Percent of Interest Held:
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Signature

7) Typed or Printed Name of Party Authorized to Sign

First Name: Allison	MI:	Last Name: Cryor DiNardo	Suffix:
Title: President of General Partner			
Signature: Allison Cryor DiNardo			Date: 3/07/2005

WILLFUL FALSE STATEMENTS MADE ON THIS FORM OR ANY ATTACHMENTS ARE PUNISHABLE BY FINE AND/OR IMPRISONMENT (U.S. Code, Title 18, Section 1001) AND/OR REVOCATION OF ANY STATION LICENSE OR CONSTRUCTION PERMIT (U.S. Code, Title 47, Section 312(a)(1) AND/OR FORFEITURE (U.S. Code, Title 47, Section 503).

FCC 602
Schedule A

FCC Ownership Disclosure Information for the
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Schedule for Disclosable Interest Holders

Approved by OMB
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Disclosable Interest Holder Information (complete as many as required to describe all disclosable interest holders)

1) Disclosable Interest Holder's First Name (if individual):	MI:	Last Name:	Suffix:
2) Disclosable Interest Holder's Name (if entity): Carroll PCS, Inc.		3) FCC Registration Number(FRN): 12863650	
4) Disclosable Interest Holder's Address: 100 North Pitt Street, Suite 206 Alexandria VA 22314			
5) Type of Interest in Filer () (refer to Instructions for a list of codes) Direct Ownership Interest in Filer other:Controlling Interest	6) Disclosable Interest Holder is a (n): () (refer to instructions for list of codes): Corporation		7) Percent of Interest Held in Filer: 10
8) Disclosable Interest Holder's Type of Ownership () (refer to instructions for a list of codes): General Partnership Shares:Managing		9) Disclosable Interest Holder's Country of Citizenship or Jurisdiction of Formation: United States US	

Related FCC Regulated Businesses of Disclosable Interest Holders (repeat for each interest holder identified)

10a) Name and address of all FCC-Regulated Businesses owned by the Disclosable Interest Holder listed in Item 1 or 2 (use additional sheets, if neccessary)	10b) Principle Business	10c) FCCRegistration Number(FRN)	10d)Percent of Interest Held
Carroll Wireless, LP	Telecommunications	12184834	10

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Disclosable Interest Holder Information (complete as many as required to describe all disclosable interest holders)

1) Disclosable Interest Holder's First Name (if individual):	MI:	Last Name:	Suffix:
2) Disclosable Interest Holder's Name (if entity): USCC Wireless Investment, Inc.		3) FCC Registration Number(FRN): 7292097	
4) Disclosable Interest Holder's Address: 8410 W. Bryn Mawr Ave., Ste. 700 c/o USCC Chicago IL 606313415			
5) Type of Interest in Filer () (refer to instructions for a list of codes): Direct Ownership Interest in Filer	6) Disclosable Interest Holder is a (n): () (refer to instructions for list of codes): Corporation		7) Percent of Interest Held in Filer: 90
8) Disclosable Interest Holder's Type of Ownership () (refer to instructions for a list of codes): Limited Partnership Shares:Insulated		9) Disclosable Interest Holder's Country of Citizenship or Jurisdiction of Formation: United States US	

Related FCC Regulated Businesses of Disclosable Interest Holders (repeat for each interest holder identified)

10a) Name and address of all FCC-Regulated Businesses owned by the Disclosable Interest Holder listed in Item 1 or 2 (use additional sheets, if necessary)	10b) Principle Business	10c) FCC Registration Number (FRN)	10d) Percent of Interest Held
Jackson Square Wireless, L.P.	Telecommunications	6583884	85
USCOC OF ROCHESTER, INC.	Telecommunications	8064610	100

10a) Name and address of all FCC-Regulated Businesses owned by the Disclosable Interest Holder listed in Item 1 or 2 (use additional sheets, if necessary)	10b) Principle Business	10c) FCC Registration Number(FRN)	10d) Percent of Interest Held
Carroll Wireless, LP	Telecommunications	12184834	90

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Schedule for Disclosable Interest Holders

Disclosable Interest Holder Information (complete as many as required to describe all disclosable interest holders)

1) Disclosable Interest Holder's First Name (if individual): Allison	MI:	Last Name: Cryor DiNardo	Suffix:
2) Disclosable Interest Holder's Name (if entity):		3) FCC Registration Number(FRN): 12863643	
4) Disclosable Interest Holder's Address: 100 North Pitt Street, Suite 206 Alexandria VA 22314			
5) Type of Interest in Filer () (refer to Instructions for a list of codes): Indirect Ownership Interest in Filer Key Management Personnel other: Controlling Interest	6) Disclosable Interest Holder is a (n): () (refer to instructions for list of codes): Individual		7) Percent of Interest Held in Filer: 10
8) Disclosable Interest Holder's Type of Ownership () (refer to instructions for a list of codes): General Partnership Shares: Managing		9) Disclosable Interest Holder's Country of Citizenship or Jurisdiction of Formation: United States US	

Related FCC Regulated Businesses of Disclosable Interest Holders (repeat for each interest holder identified)

10a) Name and address of all FCC-Regulated Businesses owned by the Disclosable Interest Holder listed in Item 1 or 2 (use additional sheets, if necessary)	10b) Principle Business	10c) FCC Registration Number(FRN)	10d) Percent of Interest Held
Carroll Wireless, LP	Telecommunications	12184834	10

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Schedule A

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Disclosable Interest Holder Information (complete as many as required to describe all disclosable interest holders)

1) Disclosable Interest Holder's First Name (if individual):	MI:	Last Name:	Suffix:
2) Disclosable Interest Holder's Name (if entity): United States Cellular Corporation		3) FCC Registration Number(FRN): 4372322	
4) Disclosable Interest Holder's Address: 8410 W. Bryn Mawr Ave., Ste. 700 Chicago IL 606313415			
5) Type of Interest in Filer () (refer to instructions for a list of codes): Indirect Ownership Interest in Filer	6) Disclosable Interest Holder is a (n): () (refer to instructions for list of codes): Corporation		7) Percent of Interest Held in Filer: 90
8) Disclosable Interest Holder's Type of Ownership () (refer to instructions for a list of codes): Limited Partnership Shares:Insulated		9) Disclosable Interest Holder's Country of Citizenship or Jurisdiction of Formation: United States US	

Related FCC Regulated Businesses of Disclosable Interest Holders (repeat for each interest holder identified)

10a) Name and address of all FCC-Regulated Businesses owned by the Disclosable Interest Holder listed in Item 1 or 2 (use additional sheets, if necessary)	10b) Principle Business	10c) FCC Registration Number(FRN)	10d) Percent of Interest Held

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Disclosable Interest Holder Information (complete as many as required to describe all disclosable interest holders)

1) Disclosable Interest Holder's First Name (if individual):	MI:	Last Name:	Suffix:
2) Disclosable Interest Holder's Name (if entity): Telephone and Data Systems, Inc.		3) FCC Registration Number(FRN): 4943528	
4) Disclosable Interest Holder's Address: 30 N. LaSalle Street, Ste. 4000 Chicago IL 60602			
5) Type of Interest in Filer () (refer to instructions for a list of codes): Indirect Ownership Interest in Filer	6) Disclosable Interest Holder is a (n): () (refer to instructions for list of codes): Corporation		7) Percent of Interest Held in Filer: 77.49
8) Disclosable Interest Holder's Type of Ownership () (refer to instructions for a list of codes): Limited Partnership Shares:Insulated		9) Disclosable Interest Holder's Country of Citizenship or Jurisdiction of Formation: United States US	

Related FCC Regulated Businesses of Disclosable Interest Holders (repeat for each interest holder identified)

10a) Name and address of all FCC-Regulated Businesses owned by the Disclosable Interest Holder listed in Item 1 or 2 (use additional sheets, if necessary)	10b) Principle Business	10c) FCC Registration Number(FRN)	10d) Percent of Interest Held

Ownership Percentages Based on Multiplier – Carroll Wireless, LP

The following table sets forth the actual ownership percentage and ownership percentage based upon the multiplier for all the disclosable interests in the Applicant:

Entity	Actual Ownership Percentage	Per multiplier
Carroll PCS, Inc.	10%	100%
USCC Wireless Investment, Inc.	90%	100%
Allison Cryor DiNardo	10%	100%
United States Cellular Corporation	90% (indirect)	100%
Telephone and Data Systems, Inc.	77.49% (indirect)*	100%

*Telephone and Data Systems, Inc.'s indirect interest in the Applicant is based upon its most recent FCC Form 602 filed on November 30, 2004.

Indirect Ownership – Carroll Wireless, LP

Allison Cryor DiNardo owns a 100% of Carroll PCS, Inc., which in turn, owns the General Partnership Interest and 10% of the Applicant's Equity.

United States Cellular Corporation owns 100% of USCC Wireless Investment, LLC, which in turn, owns the Limited Partnership Interest and 90% of the Applicant's Equity.

Telephone and Data Systems, Inc. owns 86.1% of United States Cellular Corporation, which in turn, owns 100% of USCC Wireless Investment, LLC, which in turn, owns the Limited Partnership Interest and 90% of the Applicant's Equity.*

*Telephone and Data Systems, Inc.'s interest in United States Cellular Corporation is based upon its most recent FCC Form 602 filed on November 30, 2004.

FCC Regulated Businesses of United States Cellular Corporation
& Telephone and Data Systems, Inc.

See the FCC Form 602 on file with the Federal Communications Commission for the FCC Regulated Businesses of United States Cellular Corporation & Telephone and Data Systems, Inc.